

EXHIBIT A

Form of Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al., ¹) Case No. 01-01139 (KJC)
) (Jointly Administered)
Reorganized Debtors.)
) Re docket no. _____
) Hearing Agenda item no. _____

**ORDER IMPLEMENTING THE PLAN'S DISCHARGE OF PREPETITION
LITIGATION CLAIMS AND THE RELATED INJUNCTION WHERE CLAIMANTS
DID NOT FILE PROOFS OF CLAIM**

Upon consideration of the *Motion for an Order Implementing the Plan's Discharge of Prepetition Litigation Claims and the Related Injunction Where Claimants Did Not File Proofs of Claim* (the "Motion"), it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest;² the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted in its entirety.
2. All Prepetition Litigation Claims (as that term is defined in Exhibit I) are discharged pursuant to Bankruptcy Code §§ 524(a) & 1141 and Plan Art. 8.1.1.

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn.").

² Capitalized terms not defined in this Order shall have the meaning ascribed to them in the Motion, the Plan or Exhibit I hereto.

3. The Falco/Prete Plaintiffs (as that term is defined in Exhibit I) are each specifically enjoined by Plan Art. 8.1.1 from prosecuting the Falco/Prete Litigation or otherwise pursuing their Prepetition Litigation Claims, whether in the Florida State Court (as that term is defined in Exhibit I), this Court or in any other forum.
4. The Reorganized Debtors are authorized to seek the dismissal with prejudice of the Prepetition Litigation in the Florida State Court or any other the relevant court of competent jurisdiction.
5. The Falco/Prete Plaintiffs are each specifically enjoined from opposing entry of an order by the Florida State Court or any other relevant court of competent jurisdiction dismissing the Falco/Prete Litigation with prejudice.
6. All stays and injunctions applicable to the Falco/Prete Litigation shall remain in place until such time as it has been dismissed with prejudice by the Florida State Court or any other relevant court of competent jurisdiction.
7. The Reorganized Debtors are authorized to take any and all other actions that may be necessary to seek the dismissal with prejudice of the Falco/Prete Litigation.
8. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

10. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014, or otherwise.

Dated: _____, 2015

Honorable Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT I**The Prepetition Litigation**

Caption	Court	Plaintiffs	Co-Defendants
<i>Falco et al. v. W. R. Grace & Co., et al.</i> (the " <u>Falco/Prete Litigation</u> ")	Circuit Court for Pinellas County, Florida (the " <u>Florida State Court</u> ")	Frank Falco and Roberta J. Prete (the " <u>Falco/Prete Plaintiffs</u> ")	Timothy L. Fisher and Thomas J. Mommaerts (the " <u>Falco/Prete Co- Defendants</u> ")

Collectively, all Claims held by the Falco/Prete Plaintiffs that arise from or otherwise relate to the Falco/Prete Litigation are the "Prepetition Litigation Claims."